

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Southern District of New York
(State)

Case number (if known): Chapter 11

☐ Check if this is an amended filing

Official Form 205

Involuntary Petition Against a Non-Individual

12/15

Use this form to begin a bankruptcy case against a non-individual you allege to be a debtor subject to an involuntary case. If you want to begin a case against an individual, use the *Involuntary Petition Against an Individual* (Official Form 105). Be as complete and accurate as possible. If more space is needed, attach any additional sheets to this form. On the top of any additional pages, write debtor's name and case number (if known).

Part 1: Identify the Chapter of the Bankruptcy Code Under Which Petition Is Filed

1. Chapter of the Bankruptcy Code

Check one:

- ☐ Chapter 7
☒ Chapter 11

Part 2: Identify the Debtor

2. Debtor's name

Kirwan Offices S.à r.l.

3. Other names you know the debtor has used in the last 8 years

N/A

Include any assumed names, trade names, or doing business as names.

4. Debtor's federal Employer Identification Number (EIN)

☒ Unknown

EIN

5. Debtor's address

Principal place of business

11/13 Boulevard de la Foire
Number Street

L-1528, Luxembourg

City State ZIP Code

County

Mailing address, if different

Number Street

P.O. Box

City State ZIP Code

Location of principal assets, if different from principal place of business

Retainers of \$250,000

Number Street

New York NY
City State ZIP Code

Debtor Kirwan Offices S.à r.l. Case number (if known) _____
Name

6. Debtor's website (URL) N/A

7. Type of debtor
☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other type of debtor. Specify: _____

8. Type of debtor's business
Check one:
☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☒ None of the types of business listed.
☐ Unknown type of business.

9. To the best of your knowledge, are any bankruptcy cases pending by or against any partner or affiliate of this debtor?
☒ No
☐ Yes. Debtor _____ Relationship _____
District _____ Date filed _____ Case number, if known _____
MM / DD / YYYY
Debtor _____ Relationship _____
District _____ Date filed _____ Case number, if known _____
MM / DD / YYYY

Part 3: Report About the Case

10. Venue
Check one:
☒ Over the last 180 days before the filing of this bankruptcy, the debtor had a domicile, principal place of business, or principal assets in this district longer than in any other district.
☐ A bankruptcy case concerning debtor's affiliates, general partner, or partnership is pending in this district.

11. Allegations
Each petitioner is eligible to file this petition under 11 U.S.C. § 303(b).
The debtor may be the subject of an involuntary case under 11 U.S.C. § 303(a).
At least one box must be checked:
☒ The debtor is generally not paying its debts as they become due, unless they are the subject of a bona fide dispute as to liability or amount.
☐ Within 120 days before the filing of this petition, a custodian, other than a trustee, receiver, or an agent appointed or authorized to take charge of less than substantially all of the property of the debtor for the purpose of enforcing a lien against such property, was appointed or took possession.

12. Has there been a transfer of any claim against the debtor by or to any petitioner?
☒ No
☐ Yes. Attach all documents that evidence the transfer and any statements required under Bankruptcy Rule 1003(a).

Debtor Kirwan Offices S.à r.l. Case number (if known) _____
Name

13. Each petitioner's claim	Name of petitioner	Nature of petitioner's claim	Amount of the claim above the value of any lien
	<u>Mascini Holdings Limited</u>	<u>unsecured loan</u>	€ 24,894,359.53 and \$ 168,194,481.00
	<u>Lapidem Limited</u>	<u>unsecured loan</u>	€ 16,596,239.69 and \$ 112,131,987.33
	_____	_____	\$ _____
		Total of petitioners' claims	€ 41,490,599.22 and \$ 280,326,468.33

If more space is needed to list petitioners, attach additional sheets. Write the alleged debtor's name and the case number, if known, at the top of each sheet. Following the format of this form, set out the information required in Parts 3 and 4 of the form for each additional petitioning creditor, the petitioner's claim, the petitioner's representative, and the petitioner's attorney. Include the statement under penalty of perjury set out in Part 4 of the form, followed by each additional petitioner's (or representative's) signature, along with the signature of the petitioner's attorney.

Part 4: Request for Relief

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Petitioners request that an order for relief be entered against the debtor under the chapter of 11 U.S.C. specified in this petition. If a petitioning creditor is a corporation, attach the corporate ownership statement required by Bankruptcy Rule 1010(b). If any petitioner is a foreign representative appointed in a foreign proceeding, attach a certified copy of the order of the court granting recognition.

I have examined the information in this document and have a reasonable belief that the information is true and correct.

Petitioners or Petitioners' Representative

Name and mailing address of petitioner

Mascini Holdings Limited
Name
2-4 Arch. Makarios III Avenue, Capital Center, 9th Floor
Number Street
Nicosia Cyprus 1065
City State ZIP Code

Name and mailing address of petitioner's representative, if any

Emile du Toit
Name
Dubai International Finance Center, Gate Village, Building 4, Level 4, Suite 402
Number Street
Dubai UAE
City State ZIP Code

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 03/15/2016
MM / DD / YYYY

X /s/ Emile du Toit
Signature of petitioner or representative, including representative's title

Attorneys

Jay M. Goffman
Printed name
Skadden, Arps, Slate, Meagher & Flom LLP
Firm name, if any
4 Times Square
Number Street
New York NY 10036
City State ZIP Code

Contact phone 212-735-3000 Email jay.goffman@skadden.com

Bar number 1911239

State NY

X /s/ Jay M. Goffman
Signature of attorney

Date signed 03/15/2016
MM / DD / YYYY

Debtor Kirwan Offices S.à.r.l. Case number (if known) _____
Name

Name and mailing address of petitioner

Lapidem Limited, c/o Intertrust Corporate Services (Cayman) Limited
Name

190 Elgin Avenue, George Town
Number Street

Grand Cayman Cayman Islands KY1-9005
City State ZIP Code

Name and mailing address of petitioner's representative, if any

Jeffrey Johnson
Name

300 Park Avenue, 16th Floor
Number Street

New York NY 10022
City State ZIP Code

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 03/15/2016
MM / DD / YYYY

X /s/ Jeffrey Johnson
Signature of petitioner or representative, including representative's title

Jay M. Goffman

Printed name

Skadden, Arps, Slate, Meagher & Flom LLP

Firm name, if any

4 Times Square

Number Street

New York NY 10036
City State ZIP Code

Contact phone 212-735-3000 Email jay.goffman@skadden.com

Bar number 1911239

State NY

X /s/ Jay M. Goffman
Signature of attorney

Date signed 03/15/2016
MM / DD / YYYY

Name and mailing address of petitioner

Name

Number Street

City State ZIP Code

Name and mailing address of petitioner's representative, if any

Name

Number Street

City State ZIP Code

I declare under penalty of perjury that the foregoing is true and correct.

Executed on _____
MM / DD / YYYY

X _____
Signature of petitioner or representative, including representative's title

Printed name

Firm name, if any

Number Street

City State ZIP Code

Contact phone _____ Email _____

Bar number _____

State _____

X _____
Signature of attorney

Date signed _____
MM / DD / YYYY

**UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In re

KIRWAN OFFICES S.À R.L.,

Debtor.

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Chapter 11

Case No. 16-[_____] (RDD)

**CORPORATE OWNERSHIP STATEMENT OF
MASCINI HOLDINGS LIMITED**

In accordance with Rule 1010(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), which incorporates the disclosure required under Rule 7007.1 of the Bankruptcy Rules, Mascini Holdings Limited (the “Petitioning Creditor”), hereby states that Araza Holdings Ltd. and Jervis Properties Inc. each own more than 10% of the outstanding shares of the Petitioning Creditor.

In accordance with 28 U.S.C. § 1746, the undersigned hereby declares under penalty of perjury under the laws of the United States that they have reviewed the foregoing and that it is true and correct to the best of their information and belief.

Dated: March 15, 2016

MASCINI HOLDINGS LIMITED

By: /s/ Emile du Toit

Name: Emile du Toit

Title: Authorized Signatory

**UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In re

KIRWAN OFFICES S.À R.L.,

Debtor.

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Chapter 11

Case No. 16-[_____] (RDD)

**CORPORATE OWNERSHIP STATEMENT OF
LAPIDEM LIMITED**

In accordance with Rule 1010(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), which incorporates the disclosure required under Rule 7007.1 of the Bankruptcy Rules, Lapidem Limited (the “Petitioning Creditor”), hereby states that VR Global Partners L.P. and HBK Master Fund L.P. each own more than 10% of the outstanding shares of the Petitioning Creditor.

In accordance with 28 U.S.C. § 1746, the undersigned hereby declares under penalty of perjury under the laws of the United States that they have reviewed the foregoing and that it is true and correct to the best of their information and belief.

Dated: March 15, 2016

LAPIDEM LIMITED

By: /s/ Jeffrey Johnson

Name: Jeffrey Johnson

Title: Authorized Signatory